

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2007 calendar year, or tax year beginning 10/01, 2007, and ending 09/30/2008

B Check if applicable: Please use IRS label or print or type. See Specific Instructions. C Name of organization THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM. D Employer identification number 52-1309391. E Telephone number (202) 488-0400. F Accounting method: Cash [] Accrual [X] Other (specify) []

G Website: WWW.USHMM.ORG. J Organization type (check only one) [X] 501(c)(3) (insert no.) 4947(a)(1) or 527. K Check here [] if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. H and I are not applicable to section 527 organizations. H(a) Is this a group return for affiliates? [] Yes [X] No. H(b) If "Yes," enter number of affiliates []. H(c) Are all affiliates included? [] Yes [] No. H(d) Is this a separate return filed by an organization covered by a group ruling? [] Yes [X] No. I Group Exemption Number []. M Check [X] if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 132,964,389.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Table with columns for Revenue, Expenses, and Net Assets. Rows include: 1 Contributions, gifts, grants, and similar amounts received; 2 Program service revenue; 3 Membership dues and assessments; 4 Interest on savings and temporary cash investments; 5 Dividends and interest from securities; 6a Gross rents; 6b Less: rental expenses; 6c Net rental income; 7 Other investment income; 8a Gross amount from sales of assets other than inventory; 8b Less: cost or other basis and sales expenses; 8c Gain or (loss); 8d Net gain or (loss); 9 Special events and activities; 9a Gross revenue; 9b Less: direct expenses; 9c Net income; 10a Gross sales of inventory; 10b Less: cost of goods sold; 10c Gross profit; 11 Other revenue; 12 Total revenue; 13 Program services; 14 Management and general; 15 Fundraising; 16 Payments to affiliates; 17 Total expenses; 18 Excess or (deficit) for the year; 19 Net assets or fund balances at beginning of year; 20 Other changes in net assets; 21 Net assets or fund balances at end of year.

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b	Other grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25a	Compensation of current officers, directors, key employees, etc. listed in Part V-A	1,018,268.	624,356.	268,158.	125,754.
25b	Compensation of former officers, directors, key employees, etc. listed in Part V-B				
25c	Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26	Salaries and wages of employees not included on lines 25a, b, and c	31,157,763.	19,114,498.	8,025,840.	4,017,425.
27	Pension plan contributions not included on lines 25a, b, and c	2,568,056.	1,570,519.	750,298.	247,239.
28	Employee benefits not included on lines 25a-27	4,945,887.	3,024,703.	1,445,019.	476,165.
29	Payroll taxes	1,997,377.	1,221,515.	583,565.	192,297.
30	Professional fundraising fees				
31	Accounting fees	192,642.		192,642.	
32	Legal fees	26,275.		26,275.	
33	Supplies	3,079,365.	2,227,696.	452,642.	399,027.
34	Telephone	268,636.	267,990.	258.	388.
35	Postage and shipping	1,457,987.	492,768.	39,514.	925,705.
36	Occupancy	4,738,409.	4,474,401.	37,070.	226,938.
37	Equipment rental and maintenance				
38	Printing and publications	2,334,480.	1,840,126.	226,195.	268,159.
39	Travel	2,254,431.	1,504,977.	355,984.	393,470.
40	Conferences, conventions, and meetings				
41	Interest				
42	Depreciation, depletion, etc. (attach schedule)	5,751,086.	5,726,014.	7,000.	18,072.
43	Other expenses not covered above (itemize):				
43a	STMT 7	26,343,884.	18,782,215.	2,489,029.	5,072,640.
43b					
43c					
43d					
43e					
43f					
43g					
44	Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	88,134,546.	60,871,778.	14,899,489.	12,363,279.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	15,942,777.	45	12,674,149.
	46 Savings and temporary cash investments		46	
	47a Accounts receivable		47a	
	b Less: allowance for doubtful accounts		47b	47c
	48a Pledges receivable	26,107,629.	48a	
	b Less: allowance for doubtful accounts	2,167,105.	48b	48c
	49 Grants receivable		49	
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
	51a Other notes and loans receivable (attach schedule)		51a	
	b Less: allowance for doubtful accounts		51b	51c
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54a Investments - publicly-traded securities <i>STMT 11</i> <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	201,555,193.	54a	172,884,831.
b Investments - other securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b		
55a Investments - land, buildings, and equipment: basis		55a		
b Less: accumulated depreciation (attach schedule)		55b	55c	
56 Investments - other (attach schedule)		56		
57a Land, buildings, and equipment: basis	178,499,155.	57a		
b Less: accumulated depreciation (attach schedule)	81,447,697.	57b	57c	
58 Other assets, including program-related investments (describe <i>STMT 12</i>)	37,636,304.	58	1,006,647.	
59 Total assets (must equal line 74). Add lines 45 through 58	350,967,483.	59	307,557,609.	
Liabilities	60 Accounts payable and accrued expenses	9,381,745.	60	11,271,974.
	61 Grants payable		61	
	62 Deferred revenue	NONE	62	4,500,000.
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe <i>STMT 13</i>)		65	8,219,606.
66 Total liabilities. Add lines 60 through 65	9,381,745.	66	23,991,580.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	175,009,963.	67	136,744,665.
	68 Temporarily restricted	20,820,434.	68	34,158,674.
	69 Permanently restricted	145,755,341.	69	112,662,690.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	341,585,738.	73	283,566,029.	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73	350,967,483.	74	307,557,609.	

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

- 75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 65
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships?
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization?
d Does the organization have a written conflict of interest policy?

Table with 2 columns: Yes, No. Rows 75b, 75c, 75d with 'X' marks in the No column.

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation, (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. Row 1 contains '-0-' in columns B, C, D, and E.

Part VI Other Information (See the instructions.)

- 76 Did the organization make a change in its activities or methods of conducting activities?
77 Were any changes made in the organizing or governing documents but not reported to the IRS?
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
78b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year?
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
80b If "Yes," enter the name of the organization
81a Enter direct and indirect political expenditures.
81b Did the organization file Form 1120-POL for this year?

Table with 2 columns: Yes, No. Rows 76, 77, 78a, 78b, 79, 80a, 81b with 'X' marks in the No column.

Part VI Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
82b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		31,526.
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	N/A	
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	N/A	
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.			
85c	Dues, assessments, and similar amounts from members		N/A
85d	Section 162(e) lobbying and political expenditures		N/A
85e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		N/A
85f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		N/A
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	
85h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	
86a	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12		N/A
86b	Gross receipts, included on line 12, for public use of club facilities		N/A
87a	501(c)(12) orgs. Enter: a Gross income from members or shareholders		N/A
87b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		N/A
88a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
88b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under:		
section 4911 <input type="checkbox"/> NONE ; section 4912 <input type="checkbox"/> NONE ; section 4955 <input type="checkbox"/> NONE			
89b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <input type="checkbox"/> NONE			
d Enter: Amount of tax on line 89c, above, reimbursed by the organization <input type="checkbox"/> NONE			
89e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
89f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
89g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		N/A
90a	List the states with which a copy of this return is filed <input type="checkbox"/> DC,		
90b	Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)	390	
91a	The books are in care of <input type="checkbox"/> THE CHIEF FINANCIAL OFFICER Telephone no. <input type="checkbox"/> 202 488-0400		
Located at <input type="checkbox"/> 100 RAOUL WALLENBERG PL., SW WASHINGTON, DC ZIP + 4 <input type="checkbox"/> 20024			
91b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
If "Yes," enter the name of the foreign country _____			
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c X

If "Yes," enter the name of the foreign country: ▶

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here

and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 | N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	4,920,062.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-2,203,707.	
101 Net income or (loss) from special events			01	-420,232.	
102 Gross profit or (loss) from sales of inventory					1,185,343.
103 Other revenue: a <u>STMT 28</u>				189,614.	1,371,161.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				2,485,737.	2,556,504.
105 Total (add line 104, columns (B), (D), and (E))					5,042,241.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
29	STMT 29

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization **make** any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

				Yes	No
					X
	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer	
a	-----				
b	-----				
c	-----				
Totals					

107 Did the reporting organization **receive** any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

				Yes	No
					X
	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer	
a	-----				
b	-----				
c	-----				
Totals					

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	N/A

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: Minnie P. Carmichael Date: 4/15/09

Type or print name and title: Minnie P. Carmichael, Acting CFO

Paid Preparer's Use Only

Preparer's signature: [Signature] Date: 4/15/09 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: KPMG LLP
2001 M STREET NW
WASHINGTON, DC

Preparer's SSN or PTIN (See Gen. Inst. X): P00451522
EIN: 13-5565207
Phone no.: 202-533-3000

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

2007

Department of the Treasury
Internal Revenue Service

Supplementary Information - (See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Employer identification number

THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM

52-1309391

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 30				
Total number of other employees paid over \$50,000 . . . ▶	288			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 31		
Total number of others receiving over \$50,000 for professional services ▶	3	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 32		
Total number of other contractors receiving over \$50,000 for other services ▶	71	

Part III Statements About Activities (See page 2 of the instructions.)

Table with columns for question number, description, Yes, and No. Includes questions 1 through 4g regarding lobbying, contributions, and donor advised funds.

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state **▶** _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 Type I Type II Type III - Functionally Integrated Type III - Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	79,990,441.	75,664,759.	69,375,100.	68,907,142.	293937442.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	2,666,145.	2,164,805.	2,206,046.	1,839,593.	8,876,589.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975.	4,992,186.	4,260,106.	3,732,001.	2,778,155.	15,762,448.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	1,440,844.	1,650,188.	1,410,028.	1,409,558.	5,910,618.
23 Total of lines 15 through 22	89,089,616.	83,739,858.	76,723,175.	74,934,448.	324487097.
24 Line 23 minus line 17.	86,423,471.	81,575,053.	74,517,129.	73,094,855.	315610508.
25 Enter 1% of line 23	890,896.	837,399.	767,232.	749,344.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶ 26a					6,312,210.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ 26b					
c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c					315610508.
d Add: Amounts from column (e) for lines: 18 15,762,448. 19 _____					
22 5,910,618. 26b _____ ▶ 26d					21,673,066.
e Public support (line 26c minus line 26d total) ▶ 26e					293937442.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶ 26f					93.1330 %
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: NOT APPLICABLE (2006) _____ (2005) _____ (2004) _____ (2003) _____					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2006) _____ (2005) _____ (2004) _____ (2003) _____					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____					
17 _____ 20 _____ 21 _____ ▶ 27c					
d Add: Line 27a total and line 27b total ▶ 27d					
e Public support (line 27c total minus line 27d total) ▶ 27e					
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ 27f					
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ 27g					%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ 27h					%
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 9 of the instructions.)

NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) ----- ----- -----	31	
32 Does the organization maintain the following: a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
33 Does the organization discriminate by race in any way with respect to: a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.)

(To be completed **ONLY** by an eligible organization that filed Form 5768) **NOT APPLICABLE**

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for all electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
Not over \$500,000 20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000	41	
Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000 \$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.)

See the instructions for lines 45 through 50 on page 13 of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

NOT APPLICABLE

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 14 of the instructions.)

- 51** Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting organization to a noncharitable exempt organization of:
- (i) Cash
 - (ii) Other assets
- b** Other transactions:
- (i) Sales or exchanges of assets with a noncharitable exempt organization
 - (ii) Purchases of assets from a noncharitable exempt organization
 - (iii) Rental of facilities, equipment, or other assets
 - (iv) Reimbursement arrangements
 - (v) Loans or loan guarantees
 - (vi) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====RESTATEMENT OF BEGINNING NET ASSETS
FORM 990, LINE 20

THE MUSEUM RESTATED ITS OCTOBER 1, 2007 BEGINNING NET ASSET BALANCES TO PROPERLY PRESENT ITS PERMANENT EXHIBITION, OTHER PROGRAM DEVELOPMENT COSTS, AND COLLECTIONS BALANCES (INEXHAUSTIBLE ASSETS). DURING 2008, MANAGEMENT DETERMINED THAT APPROXIMATELY \$32,800,000 OF THE AMOUNTS REPORTED IN THE INEXHAUSTIBLE ASSETS WERE COSTS INCURRED IN THE CONSTRUCTION OF THE EXHIBITS AND BUILDING IMPROVEMENTS AND, THEREFORE, ARE NOT WORKS OF ART OR HISTORICAL TREASURES AND DO NOT MEET THE DEFINITION OF A COLLECTION UNDER GENERALLY ACCEPTING ACCOUNTING PRINCIPLES. HOWEVER, THESE AMOUNTS DO MEET THE DEFINITION OF A DEPRECIABLE ASSET AND THEREFORE, THE MUSEUM WILL RECLASSIFY THE AMOUNTS TO EXHIBITIONS IN THE PROPERTY AND EQUIPMENT AND RECOGNIZE THE ACCUMULATED DEPRECIATION SINCE 1993 IN THE RESTATEMENT ADJUSTMENT BELOW.

INCLUDED WITHIN INEXHAUSTIBLE ASSETS WAS APPROXIMATELY \$2,300,000 OF ACTUAL COLLECTIONS, HISTORICAL TREASURES, THAT ARE WORTHY OF PRESERVING IN PERPETUITY, THAT WERE CAPITALIZED AT COST DURING THE CONSTRUCTION OF THE MUSEUM. HOWEVER, THE MUSEUM'S POLICY SINCE THE COMPLETION OF THE MUSEUM

AND THE ADOPTION OF STATEMENT OF FINANCIAL ACCOUNTING STANDARDS (SFAS) 116, ACCOUNTING FOR CONTRIBUTIONS RECEIVED AND CONTRIBUTIONS MADE, HAS BEEN TO NOT CAPITALIZE THE COST OR DONATED VALUE OF COLLECTIONS. AS SUCH, THE COLLECTIONS CAPITALIZED SHOULD HAVE BEEN REMOVED AT THE ADOPTION OF SFAS 116. ALTHOUGH NOT TRACKED FOR FINANCIAL REPORTING PURPOSES, THE MUSEUM CURATOR MAINTAINS A COLLECTIONS TRACKING SYSTEM IN ACCORDANCE WITH CODE OF ETHICS STANDARDS ADOPTED BY THE AMERICAN ASSOCIATION OF MUSEUMS.

THE MUSEUM ALSO RESTATED ITS OCTOBER 1, 2007 BEGINNING NET ASSET BALANCES TO PROPERLY PRESENT ITS PERMANENTLY RESTRICTED, TEMPORARILY RESTRICTED, AND UNRESTRICTED NET ASSETS. DURING 2008, MANAGEMENT DETERMINED THAT APPROXIMATELY \$39,000,000 OF THE AMOUNTS REPORTED IN PERMANENTLY RESTRICTED NET ASSETS RELATED TO INCOME EARNED ON THE ENDOWMENT WHICH THE DONORS STIPULATED FOR UNRESTRICTED OR TEMPORARILY RESTRICTED PURPOSES. THE MUSEUM WILL RECLASSIFY THE INCOME EARNED TO THE APPROPRIATE NET ASSETS CATEGORY IN ACCORDANCE WITH THE DONORS' INTENT.

THE MUSEUM PREVIOUSLY PRESENTED IN ONE SET OF FINANCIAL STATEMENTS ITS APPROPRIATED ACTIVITIES UNDER FEDERAL ACCOUNTING STANDARDS ADVISORY BOARD (FASAB) REPORTING PRINCIPLES AND ITS NONAPPROPRIATED ACTIVITIES USING FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) REPORTING PRINCIPLES. IN 2008, THE MUSEUM WITH THE PERMISSION OF OMB, APPLIED THE FASB REPORTING PRINCIPLES TO BOTH ITS APPROPRIATED AND NON-APPROPRIATED ACTIVITIES. ONE IMPACT OF PRESENTING ITS STATEMENT OF FINANCIAL POSITION AND CHANGES IN

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

=====

NET ASSETS UNDER FASB IS TO RECLASSIFY THE UNEXPENDED APPROPRIATION
BALANCE OF APPROXIMATELY \$9,700,000 FROM FEDERAL EQUITY TO LIABILITIES
AND TO REPORT ITS FEDERAL EQUITY IN THE UNRESTRICTED NET ASSETS BALANCE.

FORM 990, PART I - EXCLUDED CONTRIBUTIONS
=====

DESCRIPTION -----	AMOUNT -----
CHICAGO BOOK AND AUTHOR EVENT	1,218,306.
DAYS OF REMEMBRANCE	421,093.
INT'L TRAVEL PROGRAM - WINGS	199,600.
PHOENIX DINNER	533,656.
VARIOUS EVENTS	1,446,793.

TOTAL	3,819,448.
	=====

FORM 990, PART I - SPECIAL FUNDRAISING EVENTS AND ACTIVITIES

DESCRIPTION	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
CHICAGO BOOK AND AUTHOR EVENT	165,960.	226,586.	-60,626.
DAYS OF REMEMBRANCE	182,675.	328,209.	-145,534.
INT'L TRAVEL PROGRAM - WINGS	507,802.	635,095.	-127,293.
PHOENIX DINNER	120,850.	143,128.	-22,278.
VARIOUS EVENTS	49,135.	113,636.	-64,501.
TOTALS	1,026,422.	1,446,654.	-420,232.

FORM 990, PART I -- GROSS SALES AND COST OF GOODS SOLD

DESCRIPTION	GROSS SALES	BEGINNING INVENTORY	PURCHASES	SALARIES AND WAGES	OTHER COSTS	MINUS: ENDING INVENTORY	COST OF GOODS SOLD
MUSEUM SHOP	2,257,505.	184,824.	1,086,777.			199,439.	1,072,162.
TOTALS	2,257,505.	184,824.	1,086,777.			199,439.	1,072,162.

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
NET UNREALIZED LOSSES ON INVESTMENTS	34,147,019.
PRIOR PERIOD ADJUSTMENT (STATEMENT 1)	26,055,954.

TOTAL	60,202,973.
	=====

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
JANITORIAL SERVICES	1,591,337.	1,586,694.		4,643.
SECURITY SERVICES	5,714,973.	5,714,973.		
EQUIPMENT	1,348,111.	1,348,111.		
COLLECTIONS	43,315.	43,315.		
BANK FEES	149,015.	28,974.	492.	
TEMPORARY HELP	181,618.	81,228.	51,121.	
STIPENDS AND HONORARIA	1,075,827.	1,074,842.		
CONSULTANTS	509,293.	389,619.	119,674.	
OTHER SERVICE CONTRACTS	10,129,468.	5,302,784.	303,032.	4,523,652.
PROFESSIONAL SERVICES	3,796,600.	2,695,045.	1,077,423.	24,132.
INVESTMENT FEES	779,278.		762,503.	16,775.
OTHER MISCELLANEOUS EXPENSE	488,328.	372,249.	56,644.	59,435.
INSURANCE	262,521.	144,381.	118,140.	
BAD DEBT	274,200.			274,200.
TOTALS	26,343,884.	18,782,215.	2,489,029.	5,072,640.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
=====

A MEMORIAL MUSEUM FOR VICTIMS OF THE HOLOCAUST.

FORM 990, PART III - PROGRAM SERVICE ACCOMPLISHMENTS
=====PROGRAM SERVICE ACCOMPLISHMENT A

A LIVING MEMORIAL TO THE HOLOCAUST, THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM STIMULATES LEADERS AND CITIZENS TO CONFRONT HATRED, PREVENT GENOCIDE, PROMOTE HUMAN DIGNITY, AND STRENGTHEN DEMOCRACY. A PUBLIC-PRIVATE PARTNERSHIP, FEDERAL SUPPORT GUARANTEES THE MUSEUM'S PERMANENCE, AND DONORS NATIONWIDE MAKE POSSIBLE ITS EDUCATIONAL ACTIVITIES AND GLOBAL OUTREACH.

LOCATED AMONG OUR NATIONAL MONUMENTS TO FREEDOM ON THE NATIONAL MALL, THE MUSEUM PROVIDES A POWERFUL LESSON IN THE FRAGILITY OF FREEDOM, THE MYTH OF PROGRESS, THE NEED FOR VIGILANCE IN PRESERVING DEMOCRATIC VALUES. WITH UNIQUE POWER AND AUTHENTICITY, THE MUSEUM TEACHES MILLIONS OF PEOPLE EACH YEAR ABOUT THE DANGERS OF UNCHECKED HATRED AND THE NEED TO PREVENT GENOCIDE. AND WE ENCOURAGE THEM TO ACT, CULTIVATING A SENSE OF MORAL RESPONSIBILITY AMONG OUR CITIZENS SO THAT THEY WILL RESPOND TO THE MONUMENTAL CHALLENGES THAT CONFRONT OUR WORLD. TODAY WE FACE AN ALARMING RISE IN HOLOCAUST DENIAL AND ANTISEMITISM-EVEN IN THE VERY LANDS WHERE THE HOLOCAUST HAPPENED-AS WELL AS GENOCIDE AND THREATS OF GENOCIDE IN OTHER PARTS OF THE WORLD. ALL OF THIS WHEN WE ARE SOON APPROACHING A TIME WHEN HOLOCAUST SURVIVORS AND OTHER EYEWITNESSES WILL NO LONGER BE ALIVE.

THE MUSEUM WORKS CLOSELY WITH MANY KEY SEGMENTS OF SOCIETY WHO WILL AFFECT THE FUTURE OF OUR NATION. PROFESSIONALS FROM THE FIELDS OF LAW ENFORCEMENT, THE JUDICIARY AND THE MILITARY, AS WELL AS DIPLOMACY, MEDICINE, EDUCATION AND RELIGION STUDY THE HOLOCAUST, WITH EMPHASIS ON THE ROLE OF THEIR PARTICULAR PROFESSIONS AND THE IMPLICATIONS FOR THEIR OWN RESPONSIBILITIES. THESE PROGRAMS INTENSIFY THEIR SENSE OF COMMITMENT TO THE CORE VALUES OF THEIR FIELDS AND THEIR ROLES IN THE PROTECTION OF INDIVIDUALS AND SOCIETY.

IN ADDITION TO ITS LEADERSHIP TRAINING PROGRAMS, THE MUSEUM SPONSORS ON-SITE AND TRAVELING EXHIBITIONS, EDUCATIONAL OUTREACH, WEB SITE, CAMPUS OUTREACH AND HOLOCAUST COMMEMORATIONS, INCLUDING THE NATION'S ANNUAL OBSERVANCE IN THE U.S. CAPITOL. OUR CENTER FOR ADVANCED HOLOCAUST STUDIES WORKS TO ENSURE THE CONTINUED GROWTH AND VITALITY OF THE FIELD OF HOLOCAUST STUDIES. AS A LIVING MEMORIAL TO THE HOLOCAUST, WE WORK TO PREVENT GENOCIDE IN THE FUTURE

FORM 990, PART III - PROGRAM SERVICE ACCOMPLISHMENTS
=====

THROUGH OUR ACADEMY FOR GENOCIDE PREVENTION WHICH TRAINS FOREIGN POLICY PROFESSIONALS. WORKING WITH HOLOCAUST SURVIVORS AND AN ARRAY OF ORGANIZATIONS, THE MUSEUM IS A LEADER IN GALVANIZING ATTENTION TO THE CRISIS IN DARFUR.

SINCE ITS DEDICATION IN 1993, THE MUSEUM HAS WELCOMED NEARLY 30 MILLION VISITORS, INCLUDING MORE THAN 9 MILLION SCHOOL CHILDREN AND 88 HEADS OF STATE. TODAY 90 PERCENT OF THE MUSEUM'S VISITORS ARE NOT JEWISH, AND OUR WEB SITE, THE WORLD'S LEADING ONLINE AUTHORITY ON THE HOLOCAUST, HAD OVER 25 MILLION VISITS IN 2008 FROM AN AVERAGE OF 100 DIFFERENT COUNTRIES DAILY.

FORM 990, PART IV - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	COST OR FMV
US GOVT SECURITIES	NONE	1,132,672.	FMV
CORPORATE STOCKS	86,266,636.	91,206,724.	FMV
CORPORATE BONDS	NONE	2,049,542.	FMV
OTHER PUBLICLY TRADED SECURITI	115,288,557.	78,495,893.	FMV
TOTALS	201,555,193.	172,884,831.	

FORM 990, PART IV - OTHER ASSETS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
-----	-----	-----
OTHER ASSETS PERMANENT EXHIBITION SEE STATEMENT 1	898,469. 36,737,835.	1,006,647. NONE
TOTALS	----- 37,636,304. =====	----- 1,006,647. =====

FORM 990, PART IV - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
UNEXPENDED APPROPRIATIONS (SEE STATEMENT 1)	NONE	8,219,606.
TOTALS	NONE	8,219,606.

FORM 990, PART IV-A - OTHER REVENUE ON BOOKS BUT NOT ON RETURN
=====

DESCRIPTION -----	AMOUNT -----
SPECIAL EVENTS DIRECT EXPENSE	420,232.
MUSEUM SHOP DIRECT EXPENSE	1,072,162.

TOTAL	1,492,394.
	=====

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
SPECIAL EVENTS DIRECT EXPENSE	420,232.
MUSEUM SHOP DIRECT EXPENSE	1,072,162.
TOTAL	1,492,394.

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SARA BLOOMFIELD 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	MUSEUM DIRECTOR 40.00	510,798.	69,003.	1,032.
WILLIAM PARSONS 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	CHIEF OF STAFF 40.00	158,662.	61,217.	NONE
JOHN FAWSETT 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	CHIEF FINANCIAL OFFICER 40.00	146,832.	33,083.	NONE
MINNIE CARMICHAEL 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	ACTING CHIEF FINANCIAL OFFICER 40.00	32,397.	5,244.	NONE
MS. CARMICHAEL BECAME ACTING CHIEF FINANCIAL OFFICER ON AUGUST 4, 2008 AFTER JOHN FAWSETT RETIRED.				
FRED S ZEIDMAN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	CHAIRMAN 0.75	NONE	NONE	NONE
JOEL M GEIDERMAN 100 RAOUL WALLENBERG PLACE, S.W.	VICE CHAIRMAN 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS ----- WASHINGTON, DC 20024	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
DEBBIE ABRAMS 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
ELLIOTT ABRAMS 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MIRIAM O ADELSON 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
TOM A BERNSTEIN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
NORMAN R BOBINS 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
JOSHUA B BOLTEN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOSEPH M BRODECKI 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
ALAN I CASDEN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MICHAEL CHERTOFF 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MAREK J CHODAKIEWICZ 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
CAROL B COHEN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
WILLIAM J DANHOF 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MICHAEL DAVID EPSTEIN	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024				
DONALD ETRA 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
DAVID M FLAUM 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MARILYN R FOX 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MICHAEL J GERSON 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
JOANNE T GINSBERG 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
CONSTANCE B GIRARD-DICARLO 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ZVI Y GITELMAN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MARC S GOLDMAN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
SANFORD L GOTTESMAN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
CHERYL F HALPERN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
J DAVID HELLER 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
ANDREW S HOCHBERG 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
REBBETZIN ESTHER JUNGREIS 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
AMY KASLOW 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
EZRA KATZ 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
EDWARD I KOCH 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
HOWARD KONAR 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
DOUGLAS R KORN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
M RONALD KRONGOLD	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION.	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024				
MICHAEL I LEBOVITZ 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
ELENA N LEFKOWITZ 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
NORMA LERNER 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
WILLIAM S LEVINE 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
STEVEN M LEVY 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
HADASSAH F LIEBERMAN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARCIA P MCCRAW 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
KENNETH B MEHLMAN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MICHAEL A MORRIS 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
MICHAEL B MUKASEY 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
DENNIS PRAGER 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
PIERRE-RICHARD PROSPER 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A -- CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALAN N RECHTSCHAFFEN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
J PHILIP ROSEN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
FLORENCE SHAPIRO 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
DANIEL SILVA 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
WILLIAM F WELD 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
ELIE WIESEL 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
JEFFREY S WILPON	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024				
BRADLEY D WINE 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
JUDITH YUDOF 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
THE HONORABLE ERIC I CANTOR 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
THE HONORABLE STEVEN C LATOURETTE 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
THE HONORABLE HENRY A WAXMAN 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
THE HONORABLE RUSS FEINGOLD 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THE HONORABLE ORRIN G HATCH 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
THE HONORABLE FRANK R LAUTENBERG 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
THE HONORABLE BERNARD SANDERS 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
AMBASSADOR J CHRISTIAN KENNEDY 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
PHILIP H ROSENFELT 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE
JANE M LYDER 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	COUNCIL MEMBER 0.75	NONE	NONE	NONE

FORM 990, PART V-A -- CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JANE M MILLER 100 RAOUL WALLENBERG PLACE, S.W. WASHINGTON, DC 20024	SECRETARY 0.75	NONE	NONE	NONE
GRAND TOTALS		848,689.	168,547.	1,032.

JANE M MILLER

100 RAOUL WALLENBERG PLACE, S.W.
WASHINGTON, DC 20024

SECRETARY
0.75

GRAND TOTALS

848,689.

168,547.

1,032.

FORM 990, PART VII - OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
TRAVELING EXHIBITION FEES					
ROYALTIES			15	54,927.	99,536.
CAFE			03	134,687.	
IMPUTED FINANCING SOURCE					1,141,023.
OTHER REVENUE					130,602.
TOTALS				189,614.	1,371,161.

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES
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LINE NO.	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES
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102	GAIN ON SALE OF INVENTORY FROM THE MUSEUM SHOP. THE MUSEUM
102	SHOP SELLS HOLOCAUST RELATED EDUCATION MATERIALS, SUCH
102	AS BOOKS AND VIDEOS TO THE PUBLIC
103	TRAVELING EXHIBITS FURTHERS THE MISSION OF THE MUSEUM BY
103	TRAVELING THE EDUCATIONAL EXHIBITS TO OTHER LOCATIONS
103	IMPUTED INCOME FOR THE FEDERAL RETIREMENT PLANS
103	OTHER MISCELLANEOUS AUXILIARY INCOME RELATED TO THE
103	OPERATIONS OF THE MUSEUM

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
JORDAN TANNENBAUM 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	CHIEF DEVEL OFFICER 40.00	307,541.	70,522.	1,032.
AMY FARRIER 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	DEPUTY CHIEF DEVELOP 40.00	211,416.	44,117.	151.
JILL WEINBERG 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	DIRECTOR MIDWEST REG 40.00	195,312.	63,606.	385.
SHELLEY BINDER 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	DIRECTOR, NORTHEAST 40.00	160,045.	52,056.	316.
MARCIE BRECHER 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	DIRECTOR PRINC GIFTS 40.00	159,086.	42,393.	129.
TOTAL COMPENSATION		1,033,400.	272,694.	2,013.

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.
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NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
US PUBLIC HEALTH SERVICE 4550 MONTGOMERY AVENUE BETHESDA, MD 20814	HEALTH UNIT SERVICE	222,337.
ENLASO CORPORATION 9543 W EMERALD ST, STE B BOISE, ID 83704	LANGUAGE TRANSLATION	145,043.
CRAMER ROSENTHAL MCGLYNN INC 520 MADISON AVENUE 32ND FLR NEW YORK, NY 10022	INVESTMENT MANAGER	135,611.
PZENA INVESTMENT MANAGEMENT LLC 120 WEST 45TH STREET, 20TH FLR NEW YORK, NY 10036	INVESTMENT MANAGER	116,875.
KPMG LLP 2001 M STREET, NW WASHINGTON, DC 20036-3310	AUDIT AND TAX SVCS	105,340.
	TOTAL COMPENSATION	----- 725,206. =====

SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.
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<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WACKENHUT SERVICES INCORPORATED 7121 FAIRWAY DRIVE PALM BEACH GARDENS, FL 33418	GUARD SERVICES	4,972,488.
NAM BROOKS JOINT VENTURE INC 1227 GOOD HOPE ROAD, SE WASHINGTON, DC 20020	JANITORIAL SERVICE	1,630,828.
LAYMAN DESIGN 1109 HARMS ROAD GLENVIEW, IL 60025	EXHIBIT DESIGN SVCS	743,568.
INSPIRIA EVENT SERVICE AIGNER STRASSE 4A A5020 SALZBURG AUSTRIA	TRAVEL SERVICES	687,044.
TARGET SOFTWARE INC 1030 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02183	DATABASE/PRODUCTION	423,400.
	TOTAL COMPENSATION	----- 8,457,328. =====